



Terms of Reference - Nominating Committee

Role

The Nominating Committee reports to Council. It nominates the President-Elect, President and Immediate Past-President of the [the Organization]; members of Council; members of the Executive Committee of Council; and the chairs of the standing committees of Council. The [Organization's] Bylaw establishes the Nominating Committee, and defines the committee's duties at a high level.

Responsibility and Authority

The responsibility and authority of the Nominating Committee is as follows:

Officers

- prepare for presentation to Council a single nomination for the office of President-Elect from among current or past Councillors who have served at least one term as a Councillor in the alternate division of the sitting President (Bylaw X, Article Y),
- prepare for presentation to Council a nomination for an interim President from among current or past Councillors or Past-Presidents, if the President-Elect is not affirmed by Council or there is no President-Elect in office to be appointed as President at the appropriate time (Bylaw X, Article Y),

Councillors

- prepare for presentation to **Council** one (1) recommendation for each vacancy among the 8 Council positions described under Article Y falling due at the time of the approaching annual meeting of the members,
- prepare for presentation to the **Fellows** one (1) nomination for each vacancy among the 24 Council positions described under Article Y falling due at the time of the approaching annual meeting of the members (Bylaw No. X, Article Y),
- prepare for presentation to Council one (1) nomination for each mid-term vacancy that arises among elected Councillors (Bylaw X, Article Y),

Members of the Executive Committee of Council

- prepare for presentation to Council one (1) nomination for each vacancy among the members of the Executive Committee of Council falling due at the time of the approaching annual meeting of the members or when a mid-term vacancy arises among the members of the committee,





Standing Committee Chairs

- prepare for presentation to Council one (1) nomination for each vacancy among the standing committee chairs falling due at the time of the approaching annual meeting of the members or when a mid-term vacancy arises among the members of the committee.

Composition

The composition of the Nominating Committee is defined in Bylaw X, Article Y as follows:

- the President, who shall act as the chair;
- two (2) Past-Presidents, one (1) of whom is the Immediate Past-President; or the President-Elect and the Immediate Past-President, as the case may be;
- three (3) members appointed by the Council from among the members of Council, one (1) of whom will be a public member of Council; and
- five (5) elected members, one from each of the geographic regions defined in Article Y.

Key Competencies and Characteristics

Generally, committee members should possess the following key competencies and characteristics: ability to evaluate the knowledge, skills and experience of candidates for Officer, Council member, Executive Committee member and standing committee chair positions to meet the strategic directions of the Royal College.

Term of Office

Members of the Nominating Committee are elected prior to the annual meeting of the members and take office at the conclusion of that meeting (Bylaw X, Article Y). The term of office of each member is as follows:

- the President, Immediate Past-President or President-Elect, as the case may be, so long as the member remains in such designated office;
- the five (5) elected members shall hold office for four (4) years; and
- the members appointed from Council shall hold office for two (2) years renewable once (maximum four years), provided that such members shall remain as Councillors at the time of their appointment and for the duration of their term on the Nominating Committee.

The office of a member is deemed to be vacated upon the happening of any of the following events (Bylaw X, Article Y):

- upon the member ceasing to be a Fellow,
- upon the departure of a Fellow from ordinary residency in the region to which the Fellow was elected pursuant to Article Y,





- upon the death or incapacity of the member,
- upon the written resignation of the member, and
- upon the failure of any member to attend two (2) consecutive meetings of the Nominating Committee without valid cause as determined by a two-thirds (2/3) vote of the Nominating Committee.

Meetings

The number of meetings required of the Nominating Committee per year is dependent upon its activity cycle (i.e., nomination of a President-Elect or Council member nominations). In terms of the former, the committee generally meets in May, June and September, and in terms of the latter the committee generally meets in September.

Quorum consists of a majority of the voting members of the committee (i.e., 50% plus one). The chair is counted as a voting member in constituting quorum. However, as the presiding official of the committee, the chair does not move motions. Furthermore, the chair shall only vote when the vote is conducted by secret ballot. Every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated. When a committee is called to make a decision outside of a meeting by e-ballot, the same rules apply.

Appointment to a committee carries significant responsibilities, and all committee members are expected to adhere to the Volunteer Code of Conduct. In addition, committee members are required to maintain absolute discretion and not divulge, re-produce, or release any confidential information except when authorized by [the Organization]. Committee members are permitted to download a copy of committee materials for use solely for the purposes of the Committee. All downloaded materials must be deleted once used for the intended purpose.

Last approved by [the Organization] on X.

